

EXHIBIT 2

(Debtor's Objection to Reclassify Claims As Tort Claims)

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**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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In re	:
	:
	:
SOLUTIA INC., et al.,	:
	:
	:
Debtors.	:
	:
	:
-----X	

Chapter 11
Case No. 03-17949 (PCB)
(Jointly Administered)

THIS OBJECTION APPLIES TO:

<input checked="" type="checkbox"/> All Debtors	<input type="checkbox"/> Axio Research Corporation
<input type="checkbox"/> Solutia Inc.	<input type="checkbox"/> Solutia Investments, LLC
<input type="checkbox"/> Solutia Business Enterprises Inc.	<input type="checkbox"/> Beamer Road Management Company
<input type="checkbox"/> Solutia Systems, Inc.	<input type="checkbox"/> Monchem, Inc.
<input type="checkbox"/> Solutia Overseas, Inc.	<input type="checkbox"/> Solutia Inter-America, Inc.
<input type="checkbox"/> CPFilms Inc.	<input type="checkbox"/> Solutia International Holding, LLC
<input type="checkbox"/> Solutia Management Company, Inc.	<input type="checkbox"/> Solutia Taiwan, Inc.
<input type="checkbox"/> Monchem International, Inc.	<input type="checkbox"/> Solutia Greater China, Inc.

**DEBTORS' CONDITIONAL OBJECTION
TO RECLASSIFY CLAIMS AS TORT CLAIMS**

Solutia Inc. and certain of its affiliates, as debtors and debtors in possession (collectively, the "Debtors"), hereby file this conditional objection (the "Objection") to the proofs of claim¹

¹ In the event that a proof of claim asserts more than one type of claim, this Objection only applies to the portion of the claim that meets the definition of Tort Claims in the Plan.

listed on Exhibit A attached hereto (collectively, the "Claims"), which are predicated on property damage, personal injury, products liability, premises liability or other damages arising out of or related to exposure to or contamination from certain chemicals. The Debtors request that the Court enter an order in the form of Exhibit B attached hereto reclassifying the Claims as Tort Claims (as that term is defined in Solutia's Fifth Amended Joint Plan of Reorganization dated October 19, 2007 (as may be subsequently amended, the "Plan"), conditioned upon the confirmation of the Plan. In support of the Objection, the Debtors respectfully represent as follows:

Preliminary Statement

1. The Debtors are not seeking any determinations on the merits of the Claims. The Plan (as defined below) provides that Tort Claims will pass through these chapter 11 cases unaffected, and will be resolved in the ordinary course of business. The sole purpose of this Objection is to allow the Debtors to maintain their claims register in these chapter 11 cases to reflect the proper classification of the Claims, and to clarify the voting rights of the relevant creditors with regard to the Plan.

Jurisdiction

2. The Court has subject matter jurisdiction to consider and determine the Objection pursuant to 28 U.S.C. §§ 157 and 1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b)(2). Venue is proper before the Court pursuant to 28 U.S.C. §§ 1408 and 1409.

Background

3. On December 17, 2003 (the "Commencement Date"), the Debtors commenced with this Court a voluntary case under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330 (as in effect at such time, the "Bankruptcy Code"). The Debtors are authorized to

operate their businesses and manage their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. The Debtors' chapter 11 cases have been consolidated for procedural purposes only and are being jointly administered pursuant to Rule 1015(b) of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules").

4. No trustee or examiner has been appointed in these chapter 11 cases. On January 6, 2004, pursuant to section 1102 of the Bankruptcy Code, the United States Trustee for the Southern District of New York (the "U.S. Trustee") appointed a statutory committee of unsecured creditors (as re-constituted from time to time, the "Creditors' Committee").

5. On February 20, 2004, pursuant to section 1114 of the Bankruptcy Code, this Court appointed an official committee of retirees (as re-constituted from time to time, the "Retirees' Committee").

6. On March 24, 2004, pursuant to section 1102 of the Bankruptcy Code, the U.S. Trustee appointed a statutory committee of equity security holders (as re-constituted from time to time, the "Equity Committee").

7. On October 19, 2007, the Court approved Solutia's Fifth Amended Disclosure Statement Pursuant to Section 1125 of the Bankruptcy Code. A hearing to consider confirmation of the Plan is scheduled to take place on November 29, 2007.

Schedules And Proofs Of Claim

8. On March 2, 2004, the Debtors filed with the Court their Statements of Financial Affairs and Schedules of Assets and Liabilities, which were subsequently amended on September 22, 2004.

9. By order of the Court dated October 1, 2004 (the "Bar Date Order"), the Court established November 30, 2004 (the "Bar Date") as the deadline by which all claimants, subject

to certain stated exceptions, were required to file their proofs of claim in the Debtors' chapter 11 case and approved the Debtors' Plan for providing notice of the Bar Date to the Debtors' Creditors (the "Notice Plan"). The Debtors expended considerable efforts to design the Notice Plan and received significant input from the Court, the Creditors' Committee and other constituencies. In accordance with the Bar Date Order, the Debtors mailed written notice of the Bar Date (the "Bar Date Notice") to, among others, all claimants listed on the schedules, including the claimants whose claims are objected to herein. The Bar Date Notice was also published in 63 local and national newspapers. Pursuant to the Notice Plan, the notices published in local newspapers described the location of the Debtors' facilities and sites and the substances produced at such facilities. The Notice Plan provided adequate notice of the Bar Date to all parties in interest including potential holders of Tort Claims.

10. Approximately 8,520 Claims appearing to be Tort Claims were filed against the Debtors in the aggregate amount of approximately 15,107,449,253.²

Treatment of Tort Claims Pursuant to the Plan³

11. The Plan is premised on a global settlement (the "Global Settlement") between Solutia, Monsanto Company ("Monsanto"), Pharmacia Corporation, the Creditors' Committee, the Equity Committee and other parties which reallocates certain liabilities Solutia assumed when it was created. The future treatment of tort liabilities, including the Claims, is an important component of the Global Settlement and the Plan. Pursuant to the Plan, claims that would otherwise be classified as General Unsecured Claims (as defined in the Plan), but that fit within

² This amount excludes unliquidated portions of Tort Claims.

³ The descriptions of the Plan and the treatment of claims thereunder are intended to be a summary only and are qualified in their entirety by the Plan.

the definition of Tort Claims, are treated differently than General Unsecured Claims. The Tort Claims will not be impacted by the Debtors' chapter 11 cases and will pass through these chapter 11 cases unaffected. The Tort Claims will be resolved in the ordinary course of business by Solutia or Monsanto, as applicable, pursuant to applicable state and/or federal law. Plan at Art. III.B.8. In addition, the Debtors will not be receiving a discharge from Tort Claims. Id.

Conditional Objection

12. Pursuant to the Plan, Tort Claims are passing through these chapter 11 cases unaffected and being treated differently from other general unsecured claims. Under the Plan, the Debtors will not receive a discharge from Tort Claims. In order to ensure that the Claims are properly treated as Tort Claims for voting and other purposes in connection with the Plan, and to enable the Debtors to maintain an accurate claims register, the Debtors are objecting to the Claims and requesting that the Court enter an order reclassifying the Claims as Tort Claims, conditioned upon confirmation of the Plan (or any amendment thereto which provides for similar treatment of Tort Claims).

Reservation of Rights

13. Notwithstanding anything contained herein to the contrary, the Debtors hereby reserve any and all of their rights with respect to the Claims including, the right to object in the future to any of the Claims that are reclassified as Tort Claims based on the merits of such Claims and any procedural or substantive grounds. A separate notice will be given and hearings will be scheduled for any such objections. Further, the Debtors reserve the right to amend, modify or supplement this Objection, in which case the subject claimant(s) will receive notice and a new hearing will be scheduled. In addition, notwithstanding the reclassification of any Claim as a Tort Claim, as between Monsanto and Solutia, the allocation of liability for any

individual claim shall be governed by the applicable provisions of the Monsanto Settlement Agreement (as defined in the Plan).

Notice

14. The Objection and a notice thereof will be served upon (a) the U.S. Trustee, (b) counsel to the Creditors' Committee, (c) counsel for the agents for Solutia's postpetition secured lenders, (d) counsel to the Retirees' Committee, (e) counsel to the Equity Committee, (f) counsel to the Trade Committee, (g) counsel to the Noteholders' Committee, (h) the indenture trustee for each of the public debt securities issued or guaranteed by Solutia, (i) the labor organizations that are party to collective bargaining agreements with Solutia, (j) Pharmacia Corporation, (k) Monsanto Company, (l) the Securities and Exchange Commission, (m) the Internal Revenue Services, (n) counsel to the indenture trustee of Solutia's 2027/2037 notes, (o) the Holders of the Claims, and (p) all other entities set forth in Solutia's Master Service List established pursuant to that certain Order Establishing Notice Procedures, dated December 18, 2003. In light of the nature of the relief requested herein, Solutia submits that no other or further notice of the Objection need be given.

No Prior Request

15. No prior request for the relief sought in the Objection has been made to this or any other court.

WHEREFORE, the Debtor respectfully requests entry of an order, substantially in the form annexed as Exhibit B, granting the relief requested herein and such other and further relief as is just.

Dated: October 25, 2007
New York, New York

Respectfully submitted,

/s/Jonathan S. Henes

Richard M. Cieri (RC 6062)

Jonathan S. Henes (JH 1979)

Michael A. Cohen (MC 1277)

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EXHIBIT A
TORT CLAIMS

Exhibit A

Creditor Name	Claim No	Creditor Address	Creditor Address 2	City	State	Zip Code	Agent Info	Total Asserted Amount
MCMILLIN, CHARLES W. (DECEASED)	7139						GOLDENBERG MILLER HELLER &	Unliquidated
MCMILLION, COURTNEY	13340	4722 RODOVICH DR.		YOUNG HARRIS	GA	30582	THE CALWELL PRACTICE, PLLC	\$1,000,000.00
MCMINN, SIDNEY CLAUDE	9671						SILBER PEARLMAN, LLP	Unliquidated
MCMURTRY, REGINALD	2368	4538 NATURAL BRIDGE		SAINT LOUIS	MO	63115	SILBER PEARLMAN, LLP	Unliquidated
MCNAIR, JOSEPH	9672						SILBER PEARLMAN, LLP	Unliquidated
MCNEAL, BRIANCA	14317	PO BOX 546		LINCOLN	AL	35096		\$25,000.00
MCNEALY, MARY L.	13329	219 EMPIRE DR.		ST. ALBANS	WV	25177		\$1,000,000.00
MCPPEARSON, DONALD ANGUS, SR. (ESTATE OF)	9673						SILBER PEARLMAN, LLP	Unliquidated
MCPHERSON, DALLAS	9674						SILBER PEARLMAN, LLP	Unliquidated
MCQUEEN, MARSHALL	5124						MCCURDY & MCCURDY, L.L.P.	Unliquidated
MCRAE, M.C. (DECEASED)	5125						MCCURDY & MCCURDY, L.L.P.	Unliquidated
MCRATH, CARL FREDRICUS	14300	723 DAGUN ST.		ANNISTON	AL	36206		Unliquidated
MCRATH, JOANNE	10615	53 FAITH AVENUE		JACKSONVILLE	AL	36265		Unliquidated
MCRATH, WM EARL	10960	53 FAITH AVENUE		JACKSONVILLE	AL	36265		Unliquidated
MCRAY, CHARLES WILEY	3052						FOSTER & SEAR, L.L.P.	Unliquidated
MCREYNOLDS, HUBERT TEER (ESTATE OF)	9675						SILBER PEARLMAN, LLP	Unliquidated
MCVAY, PAMELA	13663						BRAYTON PURCELL	\$300,000.00
MEADOWS, CHARLES EDWARD	3053						FOSTER & SEAR, L.L.P.	Unliquidated
MEADOWS, DOUG	12808	210 DUPONT AVE.		NITRO	WV	25143		\$100,000.00
MEADOWS, PATRICIA K.	12809	18809 PARADE ROAD		PORT RICHEY	FL	346676233		\$1,000,000.00
MEADOWS, TODD ERIC	12810	5359 KAREN CIRCLE		CROSS LANES	WV	25313		\$1,000,000.00
MEADOWS, TOMMY JR.	9676						SILBER PEARLMAN, LLP	Unliquidated
MEADOWS, VALERIE LYNN	12811	5359 KAREN CIRCLE		CROSS LANES	WV	25313		\$1,000,000.00
MEADOWS, VICKI	12812	5149 BIG TYLER RD.		CHARLESTON	WV	25313		\$1,000,000.00
MEADOWS, WILLIAM G.	8079	991 ZERKLE STREET		ST. ALBANS	WV	25177	THE CALWELL PRACTICE, PLLC	\$1,000,000.00
MEANS, BOLS E., JR	3962	247 OLIVER ST.		ST. ALBANS	WV	25177		\$1,000,000.00
MEANS, ELIJAH	13852						BRAYTON PURCELL	\$50,000.00
MEANS, MARY	7780	247 OLIVER ST		ST. ALBANS	WV	25177	THE CALWELL PRACTICE, PLLC	\$1,000,000.00
MEANS, ROBERT, SR. (ESTATE OF)	7781	247 OLIVER ST		ST. ALBANS	WV	25177	THE CALWELL PRACTICE, PLLC	\$1,000,000.00
MEAUX, SHIRLEY AND KENNETH	11698						LAW OFFICES OF HERSCHEL L.	\$25,000.00
MECKER, STEVE P.	12136						SIMMONSCOOPER LLC	Unliquidated
MEDDINGS, JAMES E., SR	12813	110 SWAN LANE		ST. ALBANS	WV	25177		\$1,000,000.00
MEDICARE	6577						U.S. DEPT. OF HEALTH & HUMAN	Unliquidated
MEDINA, MANUEL A., JR.	3054						FOSTER & SEAR, L.L.P.	Unliquidated
MEDINA, ROY A.	9677						SILBER PEARLMAN, LLP	Unliquidated
MEDINA, THOMAS JOSEPH, ESTATE OF	9678						SILBER PEARLMAN, LLP	Unliquidated
MEDLEY, SHARON	9679						SILBER PEARLMAN, LLP	Unliquidated
MEDLIN, CECIL B., ESTATE OF	9680						SILBER PEARLMAN, LLP	Unliquidated
MEDRANO, AUTORO RIVERA	9681						SILBER PEARLMAN, LLP	Unliquidated
MEEKS, JAKOB SAMUEL	12814	234 VENTRAUX RD.		ST. ALBANS	WV	25177		\$1,000,000.00
MEEKS, NYLA JAYNE	12815	234 VENTROUX RD.		ST. ALBANS	WV	25177		\$1,000,000.00
MEGGINSON, MICHAEL NED (DECEASED)	7230						BARON & BUDD, P.C.	Unliquidated
MEJIA, JOE	9683						SILBER PEARLMAN, LLP	Unliquidated
MEJIA, STANLEY ZAPIEN	5126						MCCURDY & MCCURDY, L.L.P.	Unliquidated
MEJIA, TOMAS RAMOS	9684						SILBER PEARLMAN, LLP	Unliquidated
MELCHOR, FLORENCIO GARCIA, JR.	3055						FOSTER & SEAR, L.L.P.	Unliquidated
MELLEMA, JAMES	8327	6952 156TH STREET NW		CASS LAKE	MN	56633	THE CALWELL PRACTICE, PLLC	Unliquidated
MELLEMA, JAN L.	5127						MCCURDY & MCCURDY, L.L.P.	Unliquidated
MELLERT, KENNETH	8080	708 KANAWHA SOUTH		NITRO	WV	25143	THE CALWELL PRACTICE, PLLC	\$1,000,000.00
MELLERT, NANCY	8081	708 KANAWHA AVENUE		NITRO	WV	25143	THE CALWELL PRACTICE, PLLC	\$1,000,000.00
MELO, JOSE T.	5128						MCCURDY & MCCURDY, L.L.P.	Unliquidated
MELOY, FREDERICK	11920						LOU THOMPSON BLACK, ATTORNEY	Unliquidated
MELTON, LARRY	11765						LOU THOMPSON BLACK, ATTORNEY	Unliquidated
MENDES, RUBY	14263	2244 HWY 72E		HUNTSVILLE	AL	35811		Unliquidated
MENDEZ, ALBERTO CARDENAS	5129						MCCURDY & MCCURDY, L.L.P.	Unliquidated
MENDOZA, JOE CAMPOS	9685						SILBER PEARLMAN, LLP	Unliquidated
MENDOZA, JOSE	5130						MCCURDY & MCCURDY, L.L.P.	Unliquidated
MENEFFEE, FLOYD BURDETT, JR. (ESTATE OF)	9686	REPRESENTATIVE					SILBER PEARLMAN, LLP	Unliquidated
MENNA, GEORGE	10923	2215 CAMBRIDGE		TRENTON	MI	48183		Unliquidated
MENNER, MICHAEL J	6687	213 OAK TREE		COLUMBIA	IL	62236		Unliquidated
MERCER, RICHARD T	14353	501 LINDENWOOD		TROY	IL	62294		Unliquidated
MERCER, SHANNON A	14342	501 LINDENWOOD		TROY	IL	62294		Unliquidated
MERCHANT, BILLY C.	3056						FOSTER & SEAR, L.L.P.	Unliquidated
MERCHANT, BILLY C.	3056						FOSTER & SEAR, L.L.P.	Unliquidated
MERCHANT, HOMER LEE	9687						SILBER PEARLMAN, LLP	Unliquidated
MERCHANT, ROBERT GLEN	9688						SILBER PEARLMAN, LLP	Unliquidated
MERIMON, LOIS ALBERT	9689						SILBER PEARLMAN, LLP	Unliquidated